

B1 (Official Form 1)(04/13)

United States Bankruptcy Court Southern District of Ohio		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): STAR Dynamics Corporation		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): FDBA Aeroflex Powell, Inc.		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all) 31-1424288		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 4455 Reynolds Drive Hilliard, OH <div style="text-align: right; font-size: small;">ZIP Code 43026</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; font-size: small;">ZIP Code</div>
County of Residence or of the Principal Place of Business: Franklin		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above):		
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (<i>amount subject to adjustment on 4/01/16 and every three years thereafter</i>). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input checked="" type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000		
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): STAR Dynamics Corporation	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: - None -	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b). X _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) _____ (Name of landlord that obtained judgment) _____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

STAR Dynamics Corporation

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X **/s/ Thomas R. Allen** _____
Signature of Attorney for Debtor(s)

Thomas R. Allen 0017513

Printed Name of Attorney for Debtor(s)

Allen Kuehnle Stovall & Neuman LLP

Firm Name

**17 South High Street
Suite 1220
Columbus, OH 43215**

Address

(614) 221-8500 Fax: (614) 221-5988

Telephone Number

December 10, 2013

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X **/s/ Kevin Collis** _____
Signature of Authorized Individual

Kevin Collis

Printed Name of Authorized Individual

Chief Financial Officer

Title of Authorized Individual

December 10, 2013

Date

**ACTION OF THE BOARD OF DIRECTORS AND
SHAREHOLDERS OF STAR DYNAMICS CORPORATION
TAKEN BY WRITTEN CONSENT IN LIEU OF MEETING**

DECEMBER 6, 2013

AUTHORIZATION OF FILING CHAPTER 11 BANKRUPTCY

WHEREAS, STAR Dynamics Corporation, (the "Company"), an Ohio for-profit corporation, through its duly elected Board of Directors and the unanimous consent of its Shareholders, deems it advisable and in the best interests of the Company, its creditors, and all parties in interest to seek protection under Chapter 11 of Title 11 of the United States Code, and to employ competent professional assistance to guide the Company through its reorganization process.

RESOLVED, that the Company be, and hereby is, authorized to file a petition for relief under Chapter 11 of Title 11 of the United States Code for the Southern District of Ohio, Eastern Division (the "Bankruptcy Proceeding").

RESOLVED FURTHER, that Jerry Jost, the Chief Executive Officer and President of the Company, or Kevin Collis, the Chief Financial Officer, Treasurer and Secretary of the Company (collectively, the "Authorized Officers"), acting singularly or jointly, on behalf of the Company, be, and hereby are, authorized to execute and file on behalf of the Company any and all petitions for relief, papers, and other documents which are proper and necessary to initiate the Bankruptcy Proceeding, together with any and all other papers and documents incidental thereto.

RESOLVED FURTHER, that the Company be, and hereby is, authorized to retain the law firm of Allen Kuehnle Stovall & Neuman LLP as legal counsel to represent it in connection with the Bankruptcy Proceeding.

RESOLVED FURTHER, that each of the Authorized Officers of the Company, jointly, or any one or more of them individually, is hereby authorized and directed, after consultation with legal counsel for the Company, to take in the name and on behalf of Company, any and all action as necessary to effect the matters set forth in or reasonably contemplated by the foregoing resolutions, including without limitation the execution and delivery of any additional agreements, certificates, waivers, consents, amendments or other agreements or instruments deemed appropriate by such Authorized Officer or Authorized Officers, the payment of all fees, including recording and filing fees, and the observance and performance of the Company's obligations and the enforcement of the Company's rights thereunder or otherwise with respect to such matters.

RESOLVED FURTHER, that all actions previously taken or that will be taken by any Authorized Officer of the Company in connection with or related to the matters set forth in or reasonably contemplated by the foregoing resolutions be, and each of them

hereby is, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company.

RESOLVED FURTHER, that any prior resolutions of the Board of Directors and/or Shareholders to the contrary are hereby superseded and of no further force and effect.

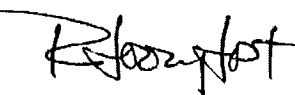
IN WITNESS WHEREOF, this unanimous written consent of the Board of Directors and Shareholders of the Company is hereby executed and adopted as of the date first above written.

BOARD OF DIRECTORS:


Thomas R. Becnel, Director


Dr. R. Jerry Jost, Director

SHAREHOLDERS:


Dr. R. Jerry Jost

TAZ Ventures, LLC

By: 
Thomas R. Becnel, Sole Manager

STAR Dynamics Holdings, LLC

By: 
Thomas R. Becnel, Sole Manager

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
Southern District of Ohio**

In re **STAR Dynamics Corporation**

Debtor(s)

Case No.

Chapter

11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Actions Et Services 47 Chemin De Loree De Ssy 91450 Soisy Sur Sein FRANCE	Actions Et Services 47 Chemin De Loree De Ssy 91450 Soisy Sur Sein France 33-016757089 (Int'l)	Business debt		32,122.30
Allied Electronics, Inc. 7151 Jack Newell Blvd. S Fort Worth, TX 76118	Allied Electronics, Inc. 7151 Jack Newell Blvd. S Fort Worth, TX 76118 817-595-3500	Business debt		26,115.29
Craters & Freighters Global Logistics 331 Corporate Cir, Suite J Golden, CO 80401	Brad Barenburg Craters & Freighters Global Logistics 331 Corporate Cir, Suite J Golden, CO 80401 303-399-8190	Business debt		38,805.85
DY 4 Inc. Attn: 223184 500 Ross Street, 154-0455 Pittsburgh, PA 15262-0001	DY 4 Inc. Attn: 223184 500 Ross Street, 154-0455 Pittsburgh, PA 15262-0001	Business debt		31,790.00
Dynamic Sensor Systems 6160 Olentangy River Blvd. Worthington, OH 43085	Dynamic Sensor Systems 6160 Olentangy River Blvd. Worthington, OH 43085	Business debt		26,000.00
Germane Systems 3680 Centerview Dr. Chantilly, VA 20151	Germane Systems 3680 Centerview Dr. Chantilly, VA 20151 703-480-1092	Business debt		178,730.82
Gigacom, Inc. 103 Waynel Cir SE Fort Walton Beach, FL 32548	Gigacom, Inc. 103 Waynel Cir SE Fort Walton Beach, FL 32548 850-244-5777	Business debt		86,595.44
Herley-CTI, Inc. 9 Whippany Road, Suite A-1 Whippany, NJ 07981	Herley-CTI, Inc. 9 Whippany Road, Suite A-1 Whippany, NJ 07981 973-884-2580	Business debt		99,000.00
Hicks Partners LLC 21 E. State Street, Ste. 2200 Columbus, OH 43215	Hicks Partners LLC 21 E. State Street, Ste. 2200 Columbus, OH 43215 614-221-2800	Business debt		30,000.00

B4 (Official Form 4) (12/07) - Cont.

In re **STAR Dynamics Corporation**

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
K&L Microwave 2250 Northwood Drive Salisbury, MD 21801	Ginny Studley K&L Microwave 2250 Northwood Drive Salisbury, MD 21801 410-749-2424	Business debt		30,460.00
Parametric Technology Corp. 127 Technology Drive Waltham, MA 02453	Parametric Technology Corp. 127 Technology Drive Waltham, MA 02453 617-891-1069	Business debt		24,630.00
Pegasi Systems International 1041 Biencourt Lavel Quebec CANADA H7G 0A3	Stephanie Bouchen Pegasi Systems International 1041 Biencourt Lavel Quebec, Canada H7G 0A3 819-383-7188 (Int'l)	Business debt		55,769.60
Renew Data 9500 Arboretum Blvd L2-120 Austin, TX 78759	Renew Data 9500 Arboretum Blvd L2-120 Austin, TX 78759 512-276-5500	Business debt		40,714.48
RSFi 401 East Wilson Bridge Road Columbus, OH 43085	Mary Nell RSFi 401 East Wilson Bridge Road Columbus, OH 43085 614-880-9110	Business debt		27,456.10
Spacek 212 East Gutierrez St. Santa Barbara, CA 93101	Spacek 212 East Gutierrez St. Santa Barbara, CA 93101 805-564-4404	Business debt		40,490.00
Steve S. Monas 200 Mimosa Dr. Roslyn, NY 11576	Steve S. Monas 200 Mimosa Dr. Roslyn, NY 11576 516-801-4404	Business debt		35,913.00
Stillwater Technologies Inc. 1040 South Dorset Rd. Troy, OH 45373	Wanda Lukens Stillwater Technologies Inc. 1040 South Dorset Rd. Troy, OH 45373 937-440-2500	Business debt		55,025.00
Vorys Sater Seymour & Pease Attn: Richard D. Schuster 52 East Gay Street Columbus, OH 43215	Richard D. Shuster Vorys Sater Seymour & Pease 52 East Gay Street Columbus, OH 43215 614-464-5475	Business debt		454,189.64
Wenzel Associates Inc. 2215 Kramer Lane Austin, TX 78758	Wenzel Associates Inc. 2215 Kramer Lane Austin, TX 78758 512-450-1400	Business debt		135,220.00

B4 (Official Form 4) (12/07) - Cont.

In re **STAR Dynamics Corporation**

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Womble Carlyle Sandridge & Rice LLP Attn: Thomas W. Waldrep, Jr. One West Fourth Street Winston Salem, NC 27101	Thomas W. Waldrep, Jr. Womble Carlyle Sandridge & Rice LLP One West Fourth Street Winston Salem, NC 27101 336-747-6631	Business debt		525,583.39

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Chief Financial Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date **December 10, 2013**

Signature **/s/ Kevin Collis**

Kevin Collis

Chief Financial Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court
Southern District of Ohio

In re **STAR Dynamics Corporation**

Debtor

Case No. _____

Chapter **11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Dr. Jerry Jost c/o 4455 Reynolds Drive Hilliard, OH 43026			10% Shareholder
STAR Dynamics Holdings, LLC 15000 Emerald Coast Parkway Destin, FL 32541			45% Shareholder
TAZ Ventures, LLC 15000 Emerald Coast Parkway Destin, FL 32541			45% Shareholder

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Financial Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **December 10, 2013**

Signature **/s/ Kevin Collis**
Kevin Collis
Chief Financial Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

30ACPA
PO Box 4675
Santa Rosa Beach, FL 32459

Access I/O Products, Inc.
10623 Roselle Street
San Diego, CA 91212

Acopian Technical
PO Box 638
Easton, PA 18044

Acromag, Inc.
8357 Reliable Parkway
Chicago, IL 60686-0083

Actions Et Services
47 Chemin De Loree De Ssy
91450 Soisy Sur Sein
FRANCE

Adnaco Technology Inc.
5050 Kingsway, 2nd Floor
Burnaby BC
CANADA V5H 4H2

Advanced Solutions
1901 Eastpoint Pkwy., Suite 301
Louisville, KY 40223

Advanced Technical Materials
49 Rider Ave.
Patchogue, NY 11772

AeroFlex Plainview, Inc.
25987 Network Place
Chicago, IL 60673

Aeroflex Weinschel Inc.
25435 Network Place
Chicago, IL 60673-1254

Aeroflex/KDI ACC
25418 Network Place
Chicago, IL 60673-1254

Aerotek, Inc.
3689 Collection Ctr. Dr.
Chicago, IL 60693

Aetna
PO Box 804735
Chicago, IL 60680-4108

AFCO
PO Box 360572
Pittsburgh, PA 15250-6572

Allied Electronics, Inc.
7151 Jack Newell Blvd. S
Fort Worth, TX 76118

Alro Steel Corp.
Dept. 771478
PO Box 77000
Detroit, MI 48277-1478

American Electric Power
Legal Dept.
1 Riverside Plaza
Columbus, OH 43215

Andrew Tucciarone
4455 Reynolds Dr.
Hilliard, OH 43026

Anixter Inc.
PO Box 847428
Dallas, TX 75284-7428

Antenna Research
12201 Indian Creek Ct.
Beltsville, MD 20705

Arrow Electronics
13469 Collections Ctr Dr
Chicago, IL 60693-0134

Assemblies Inc.
PO Box 7978
Warner Robins, GA 31095-7978

Astrex/Timco
3910 Royal Ave., Suite A
Simi Valley, CA 93063

Astrozap
PO Box 502
Lakewood, OH 44107

AT&T
208 S. Akard Street, Suite 2720
Dallas, TX 75202

AVI Foodsystems Inc.
2590 Elm Road NE
Warren, OH 44483

Avid Technologies
2112 Case Parkway South, Suite 1
Twinsburg, OH 44087

Avnet Electronics Marketing
Box 70390
Chicago, IL 60673-0390

BAE Systems Tech. Solutions & Svcs. Inc.
Redland Corporate Center, building 3
520 Gaither Road
Rockville, MD 20850-6198

Beco Management
5410 Edson Lane, Suite 200
Rockville, MD 20852

BEMA Electronics
4545 Cushing Parkway
Fremont, CA 94538

Brandywine Capital Associates
113 East Evans Street
West Chester, PA 19380

Bridgeway Search Group
AN MRI Network Affiliate
3 Summit Park Dr., Suite 725
Independence, OH 44131

Buckeye Power Sales Co., Inc.
6850 Commerce Court Dr.
Blacklick, OH 43004-0489

C T Corporation
PO Box 4349
Carol Stream, IL 60197-4349

C. W. Swift
15216 Burbank Blvd.
Van Nuys, CA 91411

Carrio Cablin
2455 Executive Circle
Colorado Springs, CO 80906

CDW Direct, LLC
PO Box 75723
Chicago, IL 60675-5723

Celerity Networks
4140 Tuller Rd., Suite 108
Dublin, OH 43017

Cerdant, Inc.
PO Box 3204
Dublin, OH 43017

Certified Packing & Crating
5312 Pan American Fwy. NE
Albuquerque, NM 87047

Ciao Wireless, Inc.
4000 Via Pescador
Camarillo, CA 93012

City of Columbus
Dept of Public Utilities
910 Dublin Road
Columbus, OH 43215-9060

Clarion Safety Systems
190 Old Milford Rd.
Milford, PA 18337

Cohu Inc.
12367 Crosthwaite Cir.
Poway, CA 92064

Cole Professional Search
PO Box 275
Ivy, VA 22945

Columbia Gas of Ohio
200 Civic Center Drive
Columbus, OH 43215

Columbus Chamber
150 South Front St., Suite 200
Columbus, OH 43215

Columbus-Franklin County Finance Auth
350 E. First Avenue, Suite 120
Columbus, OH 43201

Compiled Designs, LLC
803 Caroway Blvd.
Gahanna, OH 43230

Component Distributors, Inc.
PO Box 13017
Denver, CO 80201-3017

Conduant Corporation
1501 South Sunset St., Suite C
Longmont, CO 80501

Confortrol
3135 E. 17th Ave.
Columbus, OH 43219

Connectors Plus
63 E. Broad St.
Hatfield, PA 19440

Craters & Freighters Global Logistics
331 Corporate Cir, Suite J
Golden, CO 80401

Credential Check
PO Box 4504
Troy, MI 48099-4504

CRG Industries
2750 Indian Ripple Rd.
Dayton, OH 45440

Decorative Coating Systems
1400 Ohlen Ave.
Columbus, OH 43211

Dell Financial Services
PO Box 6547
Carol Stream, IL 60197

Dell Marketing L.P.
C/O Dell USA L.P.
PO Box 643561
Pittsburgh, PA 15264-3561

Digi-Key 1292390
Accounts Receivable
PO Box 250
Thief Rvr Falls, MN 56701-0250

DY 4 Inc.
Attn: 223184
500 Ross Street, 154-0455
Pittsburgh, PA 15262-0001

Dynamic Sensor Systems
6160 Olentangy River Blvd.
Worthington, OH 43085

Edgewater Technologies, Inc.
Attn: Nick Toomer
8343 Canary Palm Court
Sarasota, FL 34238-3361

Electro Rent
6018 Solutions Center
Chicago, IL 60677-6000

Electro-Optical Imaging, Inc.
4300 Fortune Place, Suite C
West Melbourne, FL 32904

Elma Electronics
44350 Grimmer Blvd.
Fremont, CA 94538

Englefield Oil Company
447 James Parkway
Heath, OH 43056

Fairview Microwave Inc.
1130 Junction Dr. SU 100
Allen, TX 75013

Fastenal Company
PO Box 1286
Winona, MN 55987-1286

FedEx
PO Box 371461
Hilliard Office
Pittsburgh, PA 15250-7461

Fiber Instrument Sales
161 Clear Road
Oriskany, NY 13424

Foxtronix
2240 E. Central Ave.
Miamisburg, OH 45342

G4S Secure Solutions
1418 Brice Road
Reynoldsburg, OH 43068

Galil Motion Control Inc.
370 Technology Way
Rocklin, CA 95765

Galloway Airport Authority
7535 W. Broad St.
Galloway, OH 43119

General Dynamics
77 A Street
Needham Heights, MA 02494

Germane Systems
3680 Centerview Dr.
Chantilly, VA 20151

Gigacom, Inc.
103 Waynel Cir SE
Fort Walton Beach, FL 32548

Hands Off, Inc.
PO Box 1764
Buckeye Lake, OH 43008

Herley-CTI, Inc.
9 Whippany Road, Suite A-1
Whippany, NJ 07981

Hicks Partners LLC
21 E. State Street, Ste. 2200
Columbus, OH 43215

Hittite Microwave Corp.
PO Box 846075
Boston, MA 02284-6075

Jewett Electric Company Inc.
3390 Copthorne Drive
Galena, OH 43021

Joe Ragan's
PO Box 125
Springfield, VA 22150

Jones Day
Attn: Matthew Kairis
325 John H. McConnell Blvd., Ste. 600
Columbus, OH 43215-2673

Jungo Connectivity Ltd.
1 Hamachshev St.
Netanya 42504
ISRAEL

K&L Microwave
2250 Northwood Drive
Salisbury, MD 21801

Key Equipment Finance
1000 S McCaslin Blvd
Superior, CO 80027

Kimco Distributing
7150 Hart St., Suite A-10
Mentor, OH 44060

Konica Minolta Bus. Solutions
Dept. CH 19188
Palatine, IL 60055-9188

L-Com
PO Box 55758
Boston, MA 02205-5758

Lausch Lawn Care
PO Box 1450
Dublin, OH 43017

Lawrence Unrein
601 Suzanne Street
Ridgecrest, CA 93555

LEAF
PO Box 644006
Cincinnati, OH 45264-4006

Life Ins. Co. of North America
PO Box 13701
Philadelphia, PA 19101-3701

Loeb Electric Co.
915 Williams Ave.
Columbus, OH 43212

Martin Carpet Cleaning Co.
795 South Wall St.
Columbus, OH 43206

Master Maintenance LLC
PO Box 1421
Dublin, OH 43017-6421

McMaster-Carr Supply
PO Box 7690
Chicago, IL 60680

McNaughton McKay
Dept. 14801
PO Box 67000
Detroit, MI 48267-0148

Meier Transmission
PO Box 98412
Chicago, IL 60693-8412

Miami Valley Mfg. &Assem.
1889 Radio Road
Dayton, OH 45431

Microlease
3486 Investment Blvd.
Hayward, CA 94545

Mid-Ohio Screen Print
4165 Kelnor Dr.
Grove City, OH 43123

Mills Metal Finishing
1977 McAllister Ave.
Columbus, OH 43205

Miteq, Inc.
100 Davids Drive
Happuage, NY 11788

Mobile Mini LLC
PO Box 7144
Pasadena, CA 91109-7144

Monarch Automation Inc.
8890 Eagles Ridge Court
West Chester, OH 45069

Motion Industries, Inc.
PO Box 98412
Chicago, IL 60693

Mouser
PO Box 99319
Fort Worth, TX 76199-0319

MSC Industrial Supply Co.
Dept. CH0075
Palatine, IL 60055-0075

Myers Machinery Movers Inc.
2210 Hardy Parkway St.
Grove City, OH 43123

National Instruments
PO Box 202262
Dallas, TX 75320-2262

NEC Financial Service, LLC
24189 Network Place
Chicago, IL 60673-1241

Netgain Technologies, Inc.
8080 Reading Road
Cincinnati, OH 45237

Newark
PO Box 94151
Palatine, IL 60094-4151

Norden Milimeter
5441 Merchant Cr., Suite C
Placerville, CA 95667

North Coast Technical Inc.
8251 Mayfield Rd, Suite 105
Chesterland, OH 44026

Office Depot
PO Box 633301
Cincinnati, OH 45263-3301

Officeteam
12400 Collections Ctr. Dr.
Chicago, IL 60693

Ohio Dept. of Development
Attn: Benjamin Lageman
77 South High St., 28th Floor
Columbus, OH 43215-6130

Oxford Global Resources
PO Box 3256
Boston, MA 02241-3256

Parametric Technology Corp.
127 Technology Drive
Waltham, MA 02453

Pegasi Systems International
1041 Biencourt Lavel Quebec
CANADA H7G 0A3

PEI Genesis
2180 Hornig Road
Philadelphia, PA 19116

Personal Concepts
PO Box 5750
Carol Stream, IL 60197-5760

Pinpoint Dynamics, LLC
5405 N. Industrial Pkwy.
San Bernadino, CA 92407

Princetel, Inc.
2560E. State St. Ext.
Hamilton, NJ 08619

Purchase Power
PO Box 371874
Pittsburgh, PA 15250-7874

Quinstar Technology Corp.
24085 Garnier St.
Torrance, CA 92407

Renew Data
9500 Arboretum Blvd L2-120
Austin, TX 78759

Rent-A-John
PO Box 753
Columbus, OH 43216

Rotating Precision Mechanical
8750 Shirley Avenue
Northridge, CA 91324

Royal Bank America Leasing
550 Township Line Road, Suite 425
Blue Bell, PA 19422

RSFi
401 East Wilson Bridge Road
Columbus, OH 43085

Ryder Transportation Services
PO Box 96723
Chicago, IL 60693

S.W. Anderson
35756 Eagle Way
Chicago, IL 60678-1357

Samtec
3837 Reliable Parkway
Chicago, IL 60686-0038

Southeastern Machining
500 Lincoln Ave.
Lancaster, OH 43130

Spacek
212 East Gutierrez St.
Santa Barbara, CA 93101

Sparx Systems Pty. LTD.
PO Box 12 Creswick Victoria
AUSTRALIA

Staples Business Advantage
Dept. DET
PO Box 83689
Chicago, IL 60696-3689

Star Dynamics Investments LLC
15000 Emerald Coast Pkwy.
Destin, FL 32541

Steve S. Monas
200 Mimosa Dr.
Roslyn, NY 11576

Stillwater Technologies Inc.
1040 South Dorset Rd.
Troy, OH 45373

Symmetricon, Inc.
PO Box 39000, Dept. 34371
San Francisco, CA 94139

Systran Corporation
PO Box 223114
Pittsburgh, PA 15251-2114

TASC Client Services
PO Box 88278
Milwaukee, WI 53288-0001

Teledyne Storm Microwave
B/U of Teledyne Reynolds
15363 Collections Center
Chicago, IL 60693

The Mathworks, Inc.
PO Box 845428
Boston, MA 02209-5428

Thomas Becnel
15000 Emerald Coast Pkwy
Destin, FL 32541

Time Warner Cable
PO Box 0916
Carol Stream, IL 60132-0916

Timesavers Courier, Inc.
PO Box 850
Westerville, OH 43086-0850

TW Telecom Holdings, Inc.
PO Box 172567
Denver, Co 80217-2567

Vaisala Inc.
PO Box 8500-53423
Phildelphia, PA 19178-3423

Valley Nat'l. Sales
PO Box 347297
Pittsburgh, PA 15251-4297

Var Resources
PO Box 6434
Carol Stream, IL 60197-6434

Verizon Wireless
PO Box 25505
Lehigh Valley, PA 18002-5505

Vision Service Plan (OH)
PO Box 742109
Los Angeles, CA 90074-2109

Vorys Sater Seymour & Pease
Attn: Richard D. Schuster
52 East Gay Street
Columbus, OH 43215

Wachovia Bank/Brit-Hallma
PO Box 758807
Baltimore, MD 21275-8807

Wells Fargo Bank, NA
300 Tri-State International, Suite 400
Lincolnshire, IL 60069

Wenzel Associates Inc.
2215 Kramer Lane
Austin, TX 78758

Western Equipment Finance
PO Box 640
Devils Lake, ND 58301

Western Reserve Valuation
274 Marconi Blvd., Suite 140
Columbus, OH 43215

Whitney National Bank
Commercial Loan OPS
PO Box 95480
New Orleans, LA 70195-5480

Whitney National Bank
Credit Card Center
PO Box 23070
Columbus, GA 31902-3070

Whitney National Bank
911 Lee Avenue
Lafayette, LA 70501

Wittenstein Aerospace Ltd.
Brown's Court, Long Ashton Business Park
Yanley Lane, Long Ashton, Bristol
UNITED KINGDOM BS419LB

Womble Carlyle Sandridge & Rice LLP
Attn: Thomas W. Waldrep, Jr.
One West Fourth Street
Winston Salem, NC 27101

XO Communications
14239 Collections Ctr. Dr.
Chicago, IL 60693

**United States Bankruptcy Court
Southern District of Ohio**

In re **STAR Dynamics Corporation**

Debtor(s)

Case No.
Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **STAR Dynamics Corporation** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

STAR Dynamics Holdings, LLC
15000 Emerald Coast Parkway
Destin, FL 32541

TAZ Ventures, LLC
15000 Emerald Coast Parkway
Destin, FL 32541

☐ None [*Check if applicable*]

December 10, 2013

Date

/s/ Thomas R. Allen

Thomas R. Allen 0017513

Signature of Attorney or Litigant

Counsel for **STAR Dynamics Corporation**

Allen Kuehnle Stovall & Neuman LLP

17 South High Street

Suite 1220

Columbus, OH 43215

(614) 221-8500 Fax:(614) 221-5988